



Michael R. Romano
Director – State Regulatory Affairs

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REGULATORY AUTH.

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May 2, 2001
OFFICE OF THE
EXECUTIVE SECRETARY

David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: Approval of the Interconnection Agreement and
Amendments Thereto between BellSouth
Telecommunications, Inc. and Level 3 Communications,
LLC pursuant to Sections 251 and 252 of the
Telecommunications Act of 1996
Docket No. 01-00209

Dear Mr. Waddell:

Enclosed are the original and thirteen copies of the Motion for Withdrawal
of the Petition for Approval in the above-referenced matter. A proposed Order is
also enclosed. A copy has been provided to counsel of record.

Very truly yours,

Michael R. Romano

Enclosures

cc: Guy M. Hicks, Esq.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Approval of the Interconnection Agreement and Amendments Thereto
between BellSouth Telecommunications, Inc. and Level 3
Communications, LLC Pursuant to Sections 251 and 252 of the
Telecommunications Act of 1996*

Docket No. 01-00209

MOTION FOR WITHDRAWAL OF PETITION FOR APPROVAL

Level 3 Communications, LLC ("Level 3") hereby moves to withdraw the Petition for Approval of the Interconnection Agreement and Amendments Thereto between BellSouth Telecommunications, Inc. ("BellSouth") and Level 3 filed with the Tennessee Regulatory Authority on March 2, 2001.

Level 3 and BellSouth have renegotiated the Interconnection Agreement and filed a Replacement Agreement on May 2, 2001.

Therefore, Level 3 requests that the Petition be withdrawn.

Respectfully submitted,



Michael R. Romano, Esq.
Director – State Regulatory Affairs
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1025 Eldorado Boulevard
Broomfield, CO 80021
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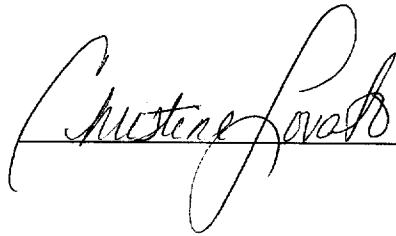
Dated: May 2, 2001

CERTIFICATE OF SERVICE

I hereby certify that on May 2, 2001, a copy of the foregoing document was served on the parties of record, via overnight delivery, addressed as follows:

Ed Phillips, Esquire
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Guy M. Hicks, Esquire
BellSouth Telecommunications, Inc.
Suite 2101, 333 Commerce Street
Nashville, TN 37201-3300



BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Approval of the Interconnection Agreement and Amendments Thereto
between BellSouth Telecommunications, Inc. and Level 3
Communications, LLC pursuant to Sections 251 and 252 of the
Telecommunications Act of 1996*

Docket No. 01-00209

**ORDER GRANTING MOTION FOR
WITHDRAWAL OF PETITION FOR APPROVAL**

This matter is before the Tennessee Regulatory Authority upon a Petition for Approval of the Interconnection Agreement and Amendments Thereto Between BellSouth Telecommunications, Inc. and Level 3 Communications, LLC filed March 2, 2001. Level 3 subsequently filed a motion to withdraw the Interconnection Agreement and Amendments Thereto, as a new agreement has been negotiated between the parties and filed with the Authority for its approval.

IT IS THEREFORE ORDERED that the Petition for Approval of the Interconnection Agreement and Amendments Thereto between BellSouth Telecommunications, Inc. and Level 3 Communications, LLC be and the same is hereby withdrawn.

CHAIRMAN

DIRECTOR

DIRECTOR

ATTEST:

Executive Secretary